

Electronically Recorded

Official Public Records

Mary Louise Garcia
Mary Louise Garcia

Tarrant County Texas

2/18/2011 3:14 PM

D211040450

PGS 4 \$28.00
Submitter: ACS

CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL AND GAS LEASE
(To Correct Land Description)

STATE OF TEXAS) KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF TARRANT)

WHEREAS, Chesapeake Exploration, L.L.C., whose mailing address is P.O. Box 18496, Oklahoma City, OK 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, TX 77002 (collectively "Lessee"), are the present owners of that certain Oil and Gas Lease dated January 16, 2008 (the "Lease"), from **Charles R. Livecchi**, ("Lessor"), whose address is 96 Boca Ave., Rochester, New York 14626-4501, of which a Memorandum of Paid Up Oil & Gas Lease is recorded in Instrument Number D208354347, Deed Records, Tarrant County, Texas, (the "Memo").

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L. L. C.'s working interest in the aforementioned Lease.

WHEREAS, Lessor and Lessee agree that the Lease as described above is valid, in force, and in full effect.

WHEREAS, at the time the Lease was entered into, the description of the lands contained in the Lease were believed by Lessor and Lessee to cover and was intended by them to cover, certain lands owned by Lessor.

WHEREAS, since the execution and delivery of the lease and the recording of the Memo, it has been discovered that the description of lands contained in the Lease and Memo does not adequately describe the lands Lessor and Lessee intended to be covered by the Lease and Memo. Lessor and Lessee desire to amend and correct the description of the lands contained in the Lease and Memo to accurately identify the lands to be covered by and subject to the terms of the Lease and Memo.

NOW THEREFORE, for adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessor acknowledges and agrees that the Lease shall cover, and the Lease is amended, so that it now covers the following lands in the county and state named above:

Being 4.99 acres, more or less, out of the Tapeley Holland Survey, Abstract No. 750, Tarrant County, Texas, being more particularly described by metes and bounds in that certain Special Warranty Deed with Vendor's Lien dated March 19, 1993, from John

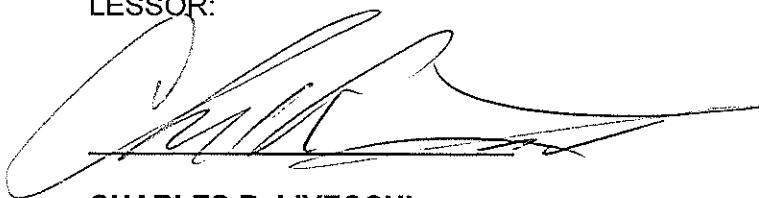
Hancock Mutual Life Insurance Company, to Charles R. Livecchi, recorded in Volume 10987, Page 836, Deed Records, Tarrant County, Texas.

Lessor ratifies, adopts, and confirms the Lease and Memo and extends the Lease and Memo to cover the lands described in this Amendment as if the description of lands set out above had been originally included in the Lease and Memo. Lessor grants, leases, and lets to Lessee, its successors and assigns, the lands described in this Amendment for the purposes of and on the terms conditions, and provisions contained in the Lease and Memo.

This Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This Amendment is signed by Lessor and Lessee as of the date of the acknowledgement below, but is effective for all purposes as of the Effective Date stated above.

LESSOR:



CHARLES R. LIVECCHI

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
An Oklahoma limited liability company

By:

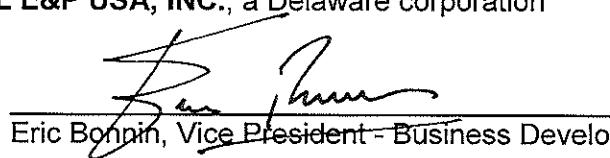

Henry J. Hood, Senior Vice President – Land and Legal & General Counsel

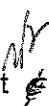


LESSEE:

TOTAL E&P USA, INC., a Delaware corporation

By:


Eric Bonnin, Vice President - Business Development & Strategy



ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF MONROE)

This instrument was acknowledged before me on the 7th day of December, 2010, by **CHARLES R. LIVECCHI**, who personally appeared before me.

Jennie M. Cooper
Notary Public Exp. 8-11-12
State of New York
County of Monroe

Jennie M. Cooper
Notary Public, State of New York

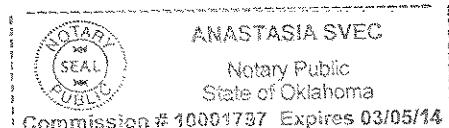
Jennie M. Cooper
Notary's name (printed):

8-11-12
Notary's commission expires:

CORPORATE ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

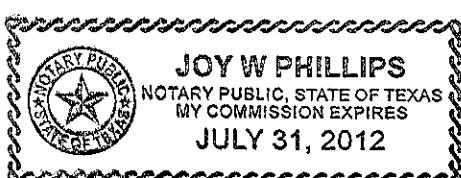
This instrument was acknowledged before me on this 31st day of January, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of **CHESAPEAKE EXPLORATION, L.L.C.** on behalf of said limited liability company.



Notary Public, State of OKLAHOMA
Printed Name: Anastasia Svec
My Commission Expires: 3/31/2014

STATE OF TEXAS)
)
COUNTY OF HARRIS)

2011 The foregoing instrument was acknowledged before me this 14th day of February, 2010, by Eric Bonnin as Vice President – Business Development of **Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and on behalf of such corporation.



Joy W Phillips
Notary Public in and for the State of Texas